

OSTER
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RECORDATION NO. 23662 FILED

SEP 20 '01 10-27 AM

TS
SURFACE TRANSPORTATION BOARD

September 20, 2001

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Lease dated 7/26/01 between the following parties:

Lessor: Midwest Railcar Corporation
#3 Professional Park Drive
Maryville, IL 62062

Lessee: Georgia-Pacific Corporation
133 Peachtree Street, NE
Atlanta, GA 30348

Equipment: 40, Woodchip Railcars
MWCX 100074-100113

Please record this agreement as a primary document. The filing fee of \$28 is enclosed.

Summary: Memorandum of Lease dated 7/26/01 between Midwest Railcar Corporation as Lessor and Georgia-Pacific Corporation as Lessee including 40 Woodchip Railcars marked MWCX 100074-100113.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosure

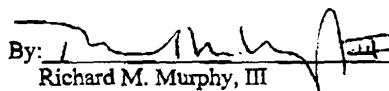
MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (this "Memorandum") is made as of July 26, 2001 by MIDWEST RAILCAR CORPORATION ("Lessor"), and GEORGIA-PACIFIC CORPORATION ("Lessee").


Pursuant to the Railcar Lease by and between Lessor and Lessee dated as of July 26, 2001 ("Lease") certain railcars as described on Exhibit A attached hereto and made a part hereof are under lease to Lessee.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION

By:  (SEAL)
Richard M. Murphy, III
President

GEORGIA-PACIFIC CORPORATION

By:  (SEAL) *MLW*
Name: *ROP*
Title: Robert T. Pugh
Vice President
Transportation & Logistics Division

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SURFACE TRANSPORTATION BOARD

STATE OF Georgia, County OF Fulton, TO WIT:

I HEREBY CERTIFY, that on this 31st day of July, 2001, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared Robert T. Pugh, who acknowledged himself to be a VP-Transportation of GEORGIA-PACIFIC CORPORATION, a Georgia corporation, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized VP-Transportation of said corporation by signing the name of the corporation by himself as VP-Transportation

AS WITNESS my hand and notarial seal.

AMY R. THOMAS
Notary Public, State of Georgia
Paulding County
Commission Expires March 23, 2004
(SEAL)

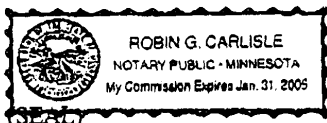
Amy R. Thomas
Notary Public

My Commission Expires:

STATE OF MINNESOTA, _____, County OF Shelburne TO WIT:

I HEREBY CERTIFY, that on this 26th day of July, 2001, before me, the undersigned, a Notary Public of the State of Minnesota, personally appeared Richard M. Murphy, III, who acknowledged himself to be a President of MIDWEST RAILCAR CORPORATION, an Illinois corporation, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized President of said corporation by signing the name of the corporation by himself as President.

AS WITNESS my hand and notarial seal.



Robin G. Carlisle
Notary Public

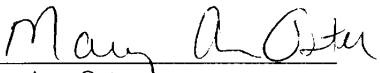
My Commission Expires: 1-31-05

EXHIBIT ADESCRIPTION OF RAILCARS

Cubic Capacity:	6000
Car Builder:	Gunderson
AAR Car Code:	E500
Gross Weight:	263,000
Light Weight:	67,000
Load Limit:	196,000

CAR NUMBERS:**MWCX 100074-100113**

I, Mary Ann Oster, do certify under penalty of perjury, that I have compared the attached Memorandum of Lease dated 7/26/01 with the original thereof and have found the copy to be complete and identical in all respects to the original document.



Mary Ann Oster

Dated: 9/20/01.